

P35788

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

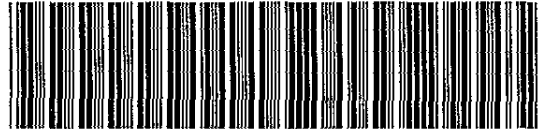
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000009667390

EFFECTIVE DATE
3/11/03

12/30/02--01068--019 **70.00

Merger

RECEIVED
02 DEC 30 PM 12:16
DIVISION OF CORPORATION

FILED
02 DEC 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MP
12/31/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

GALVESTON RAILWAY, INC., a Florida corporation V44179

into

RAIL MANAGEMENT CORPORATION, a Delaware entity P35788

File date: December 30, 2002 , effective January 1, 2003

Corporate Specialist: Annette Ramsey

CT CORPORATION

December 30, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5755626 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Galveston Railway, Inc. (FL)
Merger (Discontinuing Company)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Ashley A Mitchell
Fulfillment Specialist
Ashley_Mitchell@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

EFFECTIVE DATE
1/1/03

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Rail Management Corporation	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Galveston Railway, Inc.	Florida

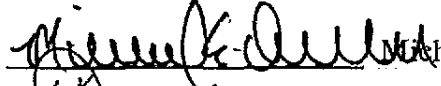
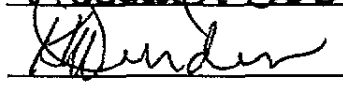
Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on January 1, 2003.

Fifth: Adoption of Merger by surviving corporation. The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on December 20, 2002.

Sixth: Adoption of Merger by merging corporation(s). The Plan of Merger was adopted by the shareholders and directors of the merging corporation(s) on December 20, 2002.

Seventh: SIGNATURE OF EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed Name of Individual & Title</u>
Rail Management Corporation	x 	Michael E. Durden, Its President
Galveston Railway, Inc.	x 	K. Earl Durden, Its President

FILED
02 DEC 30 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with Section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Rail Management Corporation

Delaware

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Galveston Railway, Inc.

Florida

Third: The terms and conditions of the merger are as follows:

- A. The name of the surviving corporation shall continue to be Rail Management Corporation.
- B. Until the completion of the merger, each of the constituent corporations shall continue to conduct its business without material change and neither shall make any distribution or other disposition of assets, capital or surplus in the ordinary course of business or take any action which shall impair the book value of its shares as of December 20, 2003.
- C. No changes in the Certificate of Incorporation of the surviving corporation shall be effected by this merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Upon consummation of this merger, all of the shares of the merging corporation will be cancelled and the shareholders of the merging corporation will receive shares of the surviving corporation.